

BUTLER & BINION

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HOUSTON, TEXAS 77002

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ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS

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(202) 466-6900

RECORDATION NO. 14354-B
AUSTIN, TEXAS 78701
(512) 474-6284

October 15, 1984 OCT 23 1984 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Room 2303
Washington, D.C. 20423

Attention: Mildred Lee

Re: Document for Recordation

Dear Ms. Lee:

I have attached two originals of an Assignment of an Assignment of Lessor's Interest in Lease and Security Agreement, a secondary document, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is dated as of October 1, 1984, and is submitted in reference to an I.C.C. recorded Memorandum of Lease, I.C.C. recordation number 14354-A (filed July 1, 1984), which was assigned to Allied Bank of Texas pursuant to an Assignment of Lessor's Interest in Lease and Security Agreement, I.C.C. recordation number 14354 (filed June 27, 1984).

The names and addresses of the parties to the document submitted herewith for recordation are as follows:

Assignor: Allied Bank of Texas
Allied Bank Plaza
P.O. Box 3326
Houston, Texas 77253

Assignee: Allied Bank - West Loop, N.A.
P.O. Box 4401
Houston, Texas 77210

A description of the equipment covered by the assignment is attached as Exhibit A hereto.

A recording fee of \$10.00 is enclosed to cover the cost of recording this memorandum of lease.

Please return the original and any extra copies not needed by the I.C.C. to me at Butler & Binion, 1600 Allied Bank Plaza, Houston, Texas 77002.

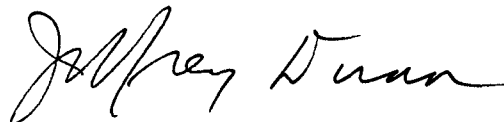
Interstate Commerce Commission
October 15, 1984
Page 2

A short summary of the document to appear in the index follows:

Assignment of Assignment of Lessor's Interest in Lease and Security Agreement between Allied Bank of Texas, Allied Bank Plaza, P.O. Box 3326, Houston, Texas 77253 ("ABOT"), as Assignor, and Allied Bank - West Loop, N.A., P.O. Box 4401, Houston, Texas 77210 ("West Loop"), as Assignee, dated as of October 1, 1984, by which West Loop received all of ABOT's rights and interest in an Assignment of Lessor's Interest in Lease and Security Agreement between RailTex, Inc., as Assignor, and ABOT, as Assignee, dated May 18, 1984, I.C.C. recordation number 14354, which lease is recorded as a Memorandum of Lease between Southwestern Portland Cement Co. as Lessee, and RailTex, Inc., as Lessor, dated as of June 1, 1984, I.C.C. recordation number 14354-A, covering at least 12 Ortner Rapid Discharge railcars, as described therein.

If you have any questions regarding this matter, or if you need additional information, please do not hesitate to call me collect at (713) 237-3108. Thank you.

Very truly yours,

A handwritten signature in cursive script, reading "Jeffrey D. Dunn".

Jeffrey D. Dunn

JDD/bjp

D42/G

EXHIBIT A

Among the railcars subject to the lease are the following:

Twelve (12) "Rapid Discharge" TM self-clearing, bottom dump railcars, manufactured by Ortner Freight Car Company, Model No. OC-5025 (100-ton), specification No. EX-279, having AAR mechanical designation HT, and AAR car type code H450, with capacity of 2,300 cubic feet, currently marked TRAX 1022, 1025, 1027, 1028, 1029, 1032, 1033, 1034, 1035, 1036, 1037 and 1039.

RECORDATION NO. 14354-B
Filed 1425

OCT 23 1984 - 11 35 AM

INTERSTATE COMMERCE COMMISSION
ASSIGNMENT OF ASSIGNMENT OF LESSOR'S
INTEREST IN LEASE AND SECURITY AGREEMENT

ALLIED BANK OF TEXAS, whose address is P.O. Box 3326, Allied Bank Plaza, Houston, Texas 77253, for and in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby assign, transfer and set over to ALLIED BANK - WEST LOOP, N.A., P.O. Box 4401, Houston, Texas 77210, its successors and assigns, without recourse, all rights, title and interest of the assignor in and to that certain Assignment of Lessor's Interest in Lease and Security Agreement dated May 18, 1984 by and between RailTex, Inc., a Texas corporation, whose chief executive office and principal place of business is at 4901 Broadway, Suite 231, San Antonio, Texas 78209, and Allied Bank of Texas, as attached hereto as Schedule I.

The Assignment of Lessor's Interest in Lease and Security Agreement was recorded in the I.C.C. recordation records, number 14354 (filed June 27, 1984), and refers to a Memorandum of Lease by and between RailTex, Inc., as lessor, and SOUTHWESTERN PORTLAND CEMENT COMPANY, as lessee, dated as of June 1, 1984, and recorded in the I.C.C. recordation records, number 14354-A (filed July 1, 1984).

EXECUTED as of this first day of October, 1984.

ALLIED BANK OF TEXAS

By: Sharon Wiswell
Sharon Wiswell, Assistant
Vice President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Sharon Wiswell, Assistant Vice President of Allied Bank of Texas, a Texas banking corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for purposes and considerations therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office this 16 day of October, 1984.

Debra Lee Holmes
Notary Public in and for
The State of Texas

My Commission Expires:
5-22-88

D42/H